

United States Bankruptcy Court District of Nevada

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle):

MARTIFER AURORA SOLAR, LLC

Name of Joint Debtor (Spouse) (Last, First, Middle):

All Other Names used by the Debtor in the last 8 years
(include married, maiden, and trade names):

All Other Names used by the Joint Debtor in the last 8 years
(include married, maiden, and trade names):

Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN
(if more than one, state all)

27-3170306

Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN
(if more than one, state all)

Street Address of Debtor (No. and Street, City, and State):

**2040 Armacost Avenue #2
Los Angeles, CA**

ZIP Code

90025

Street Address of Joint Debtor (No. and Street, City, and State):

ZIP Code

County of Residence or of the Principal Place of Business:

Los Angeles

County of Residence or of the Principal Place of Business:

Mailing Address of Debtor (if different from street address):

ZIP Code

Mailing Address of Joint Debtor (if different from street address):

ZIP Code

Location of Principal Assets of Business Debtor
(if different from street address above):

Type of Debtor

(Form of Organization) (Check one box)

- ☐ Individual (includes Joint Debtors)
See Exhibit D on page 2 of this form.
- ☒ Corporation (includes LLC and LLP)
- ☐ Partnership
- ☐ Other (If debtor is not one of the above entities,
check this box and state type of entity below.)

Nature of Business

(Check one box)

- ☐ Health Care Business
- ☐ Single Asset Real Estate as defined
in 11 U.S.C. § 101 (51B)
- ☐ Railroad
- ☐ Stockbroker
- ☐ Commodity Broker
- ☐ Clearing Bank
- ☒ Other

Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11
- ☐ Chapter 12
- ☐ Chapter 13
- ☐ Chapter 15 Petition for Recognition
of a Foreign Main Proceeding
- ☐ Chapter 15 Petition for Recognition
of a Foreign Nonmain Proceeding

Chapter 15 Debtors

Country of debtor's center of main interests:

Each country in which a foreign proceeding
by, regarding, or against debtor is pending:

Tax-Exempt Entity

(Check box, if applicable)

- ☐ Debtor is a tax-exempt organization
under Title 26 of the United States
Code (the Internal Revenue Code).

Nature of Debts

(Check one box)

- ☐ Debts are primarily consumer debts,
defined in 11 U.S.C. § 101(8) as
"incurred by an individual primarily for
a personal, family, or household purpose."
- ☒ Debts are primarily
business debts.

Filing Fee (Check one box)

- ☒ Full Filing Fee attached
- ☐ Filing Fee to be paid in installments (applicable to individuals only). Must
attach signed application for the court's consideration certifying that the
debtor is unable to pay fee except in installments. Rule 1006(b). See Official
Form 3A.
- ☐ Filing Fee waiver requested (applicable to chapter 7 individuals only). Must
attach signed application for the court's consideration. See Official Form 3B.

Check one box:

- ☐ Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).
- ☒ Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).

Check if:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates)
are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter).

Check all applicable boxes:

- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors,
in accordance with 11 U.S.C. § 1126(b).

Statistical/Administrative Information

- ☒ Debtor estimates that funds will be available for distribution to unsecured creditors.
- ☐ Debtor estimates that, after any exempt property is excluded and administrative expenses paid,
there will be no funds available for distribution to unsecured creditors.

Estimated Number of Creditors

☒ 1-49 ☐ 50-99 ☐ 100-199 ☐ 200-999 ☐ 1,000-5,000 ☐ 5,001-10,000 ☐ 10,001-25,000 ☐ 25,001-50,000 ☐ 50,001-100,000 ☐ OVER 100,000

Estimated Assets

☐ \$0 to \$50,000 ☐ \$50,001 to \$100,000 ☒ \$100,001 to \$500,000 ☐ \$500,001 to \$1 million ☐ \$1,000,001 to \$10 million ☐ \$10,000,001 to \$50 million ☐ \$50,000,001 to \$100 million ☐ \$100,000,001 to \$500 million ☐ \$500,000,001 to \$1 billion ☐ More than \$1 billion

Estimated Liabilities

☐ \$0 to \$50,000 ☐ \$50,001 to \$100,000 ☐ \$100,001 to \$500,000 ☐ \$500,001 to \$1 million ☒ \$1,000,001 to \$10 million ☐ \$10,000,001 to \$50 million ☐ \$50,000,001 to \$100 million ☐ \$100,000,001 to \$500 million ☐ \$500,000,001 to \$1 billion ☐ More than \$1 billion

THIS SPACE IS FOR COURT USE ONLY

Voluntary Petition*(This page must be completed and filed in every case)*

Name of Debtor(s):

MARTIFER AURORA SOLAR, LLC**All Prior Bankruptcy Cases Filed Within Last 8 Years** (If more than two, attach additional sheet)

Location Where Filed: - None -	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor: - None -	Case Number:	Date Filed:
District:	Relationship:	Judge:

Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

☐ Exhibit A is attached and made a part of this petition.

Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).

X

Signature of Attorney for Debtor(s)

(Date)

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.

☒ No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

☐ Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

☐ Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue

(Check any applicable box)

- ☒ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
- ☐ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.
- ☐ Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property

(Check all applicable boxes)

- ☐ Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

(Name of landlord that obtained judgment)

(Address of landlord)

- ☐ Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and
- ☐ Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.
- ☐ Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

B1 (Official Form 1)(04/13)

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Voluntary Petition*(This page must be completed and filed in every case)*

Name of Debtor(s):

MARTIFER AURORA SOLAR, LLC**Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.
 [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
 [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X

Signature of Debtor

X

Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney***X**

Signature of Attorney for Debtor(s)

Brett A. Axelrod 5859

Printed Name of Attorney for Debtor(s)

Fox Rothschild LLP

Firm Name

**3800 Howard Hughes Parkway Suite 500
Las Vegas, NV 89169**

Address

Email: **baxelrod@foxrothschild.com****(702) 262-6899 Fax: (702) 597-5503**

Telephone Number

January 21, 2014

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X

Signature of Authorized Individual

Roland Kiser

Printed Name of Authorized Individual

Manager

Title of Authorized Individual

January 21, 2014

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

☐ Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X

Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. §110; 18 U.S.C. §156.

Action by Unanimous Written Consent
Of The Management Committee
Of Martifer Aurora Solar, LLC
a Nevada limited liability company

In accordance with NRS 86.491 of the Nevada Revised Statutes and the Operating Agreement for Martifer Aurora Solar, LLC, a Nevada limited liability company (the "Company"), the undersigned being the Company's two sole Managers (collectively, the "Management Committee", as said term is used in the Operating Agreement), hereby consent to, approve, and adopt the following recitals, take the following actions and resolutions without a meeting:

Filing for Bankruptcy Protection Under Chapter 11 of the US Bankruptcy Code

WHEREAS, Martifer Solar USA, Inc. (the "MTS USA") owns no less than 99% of the membership interests in the Company;

WHEREAS, MTS USA has recently faced a liquidity crisis caused in large measure by substantially delayed receipt of its receivables;

WHEREAS, as result of such liquidity crisis, MTS USA has become burdened with certain liabilities and indebtedness beyond its ability to repay as they come due;

WHEREAS, the delay in MTS USA's receipt of its receivables has resulted in MTS USA's largest secured creditor (the "Bank") requiring the MTS USA to immediately pay off all outstanding indebtedness owed to the Bank;

WHEREAS, the Company has guaranteed the debt owed by MTS USA to the Bank and has further granted the Bank a security interest in the Company's assets;

WHEREAS, MTS USA has exerted good faith efforts to resolve its outstanding liabilities, and to expeditiously collect its outstanding receivables, in a manner that would allow MTS USA to maximize its going concern value and continue to operate;

WHEREAS, the Bank has undertaken a course of action that substantially jeopardizes MTS USA's and the Company's continued operations and going concern value and has further threatened additional such actions (the "Threatened Actions") ;

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of the Management Committee, it is desirable and in the best interests of the Company, its creditors, employees, stockholders, and other interested parties that the filing of a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code, in such United States Bankruptcy Court as may be advised by the Company's counsel, is authorized and approved.

RESOLVED, FURTHER that each of Roland Kiser and Klaus Bernhart (individually and collectively the "Authorized Managers"), in their capacities as Managers of the Company with signatory powers previously conferred upon them holders of a majority of the Company's Members' Interests, are authorized to retain bankruptcy counsel on behalf of the Company, and to follow the advice of legal counsel to protect the assets of the Company through the process of bankruptcy.

RESOLVED, FURTHER that the Authorized Managers are authorized to cause to be prepared the necessary Petition for Relief and by either of their signatures execute all necessary documents, including Schedules of Assets and Liabilities, and Statement of Financial Affairs, and to take and perform any and all further actions and steps that any such Authorized Managers deems necessary, desirable and proper in connection therewith to bind the Company in a Chapter 11 case.

RESOLVED, FURTHER that the Authorized Managers are authorized to retain the services of Fox Rothschild LLP as bankruptcy counsel to represent and assist the Company in carrying out its duties under chapter 11 of the Bankruptcy Code and to take any and all actions to advance the Company's rights in connection therewith, and the Authorized Managers are hereby authorized and directed to execute retention agreements, pay retainers prior to and immediately upon the filing of the bankruptcy petition, and to cause to be filed an application for authority to retain the services of Fox Rothschild LLP, all in a manner deemed appropriate to the Authorized Managers;

RESOLVED, FURTHER that the Authorized Managers are authorized to retain the services of Armory Consulting Co. as restructuring and financial advisor to represent and assist the Company in carrying out its duties under chapter 11 of the Bankruptcy Code and to take any and all actions to advance the Company's rights in connection therewith, and the Authorized Managers are hereby authorized and directed to execute retention agreements, pay retainers prior to and immediately upon the filing of the bankruptcy petition, and to cause to be filed an application for authority to retain the services of Armory Consulting Co. and appoint James Wong as chief restructuring officer, all in a manner deemed appropriate to the Authorized Managers;

RESOLVED, FURTHER that the Authorized Managers are authorized to retain and directed to employ any other professionals necessary to assist the Company in carrying out its duties under chapter 11 of the Bankruptcy Code and to take any and all actions to advance the Company's rights in connection therewith, and the Authorized Managers are hereby authorized and directed to execute retention agreements, pay retainers prior to and immediately upon the filing of the bankruptcy petition, and to cause to be filed an application for authority to retain the services of any other professionals, as necessary, all in a manner deemed appropriate to the Authorized Managers;

RESOLVED, that the Authorized Managers be, and each of them hereby is, authorized on behalf of the Company to take any and all actions, to execute, deliver, certify, file and/or record and perform any and all documents, agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities or certificates and to take any and all actions and steps deemed by any such Authorized Manager to be necessary or desirable to carry out the purpose and intent of each of the foregoing resolutions and to effectuate a successful chapter 11 case;

RESOLVED, that any and all actions heretofore taken by any Authorized Manager or the directors of the Company in the name and on behalf of the Company in furtherance of the purpose and intent of any or all of the foregoing resolutions be, and hereby are, ratified, confirmed, and approved in all respects; and

THIS CONSENT is given by unanimous vote of the Management Committee without exception and without dissention.

This CONSENT may be executed in counterparts, each part of which shall be deemed an original, but all of which taken together shall constitute but one and the same Consent. This Consent may be executed by facsimile or electronic transmission.

Date: 1/3/2014


Roland Kiser, Manager

Date: 1/3/2014


Klaus Bernhart, Manager